

CYTRX CORP
Form 10-Q/A
May 23, 2007

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q/A
(Amendment No. 1)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2007

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 0-15327

CYTRX CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

58-1642740

(I.R.S. Employer Identification No.)

11726 San Vicente Blvd.

Suite 650

Los Angeles, CA

(Address of principal executive offices)

90049

(Zip Code)

(310) 826-5648

(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12(b)-2 of the Exchange Act).

Yes No

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12(b)-2 of the Exchange Act).

Yes No

Number of shares of CytRx Corporation Common Stock, \$.001 par value, issued and outstanding as of May 7, 2007: 86,813,178, exclusive of treasury shares.

PART II OTHER INFORMATION

Item 6. Exhibits

The exhibits listed in the accompanying Index to Exhibits are filed as part of this Form 10-Q/A.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CYTRX CORPORATION
(Registrant)

Date: May 18, 2007

By: /s/ MATTHEW NATALIZIO
Matthew Natalizio
Chief Financial Officer
(Principal Financial Officer)

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INDEX TO EXHIBITS

| Exhibit Number | Description |
|-----------------------|--|
| 31.1 | Certification of Chief Executive Officer Pursuant to 17 CFR 240.13a-14(a). |
| 31.2 | Certification of Chief Financial Officer Pursuant to 17 CFR 240.13a-14(a). |